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Name: Board of Governors Recruitment and Appointments Policy
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Preamble

The Board of Governors of Saint Mary's University ("Board") is constituted in accordance with the Saint Mary's University Act, 1970, as amended in 2007 ("Act"). The Act sets out the composition the Board and the Board's general powers and duties. The By-laws of Saint Mary's University ("By-laws") have been developed in conjunction with the Act, and provide the general framework in which the Board works.

The Board Charter sets out the role and responsibilities of the Board, and the responsibilities and expectations of individual Governors. As well, the Board has adopted a Board of Governors Code of Conduct Policy, developed with reference to the Board Charter, which sets out the standards of personal and professional conduct expected of all Board members.

Scope

This policy and procedure is designed to facilitate the appointment of Governors to the Board of Governors of Saint Mary's University (Board). The structure of the Board is defined in the Act, and consists of internal and external members as outlined in the table below:

Internal Governors	#	Term of Office
Chancellor	1	-
Visitor (The Roman Catholic Archbishop of Halifax)	1	-
President and Vice-Chancellor	1	-
Vice-Presidents	0	-
Faculty	6	3
Alumni	6	3
SMUSA	4	1
External Governors		
Diocese	3	3
Upper Canada Society of Jesus	1	3
Lieutenant-Governor in Council	2	3
Board-appointed from the community-at-large	8	3
Total	33	

For greater certainty, this policy pertains to the recruitment of External Governors only. The election or appointment of Internal Governors is at the sole discretion of the respective appointing body.

Analysis, Recruitment and Appointment

The analysis, recruitment and appointment of external Governors is overseen on behalf of the Board by the Governance Committee, supported by the University Secretary, and based on this policy as well as Board-approved tools and processes.

Skills and Diversity Analysis

Strong oversight and governance result from having Board members with the necessary mix of skills and the contribution and inclusion of multiple perspectives when making decisions. Board diversity is crucial to ensuring that the Board, as a whole, effectively governs the University. The Board is made up of representatives from key constituent groups within the University, combined with external representatives of the broader community. Constituent representation, together with robust tools and processes combine to achieve a collective, albeit diverse, set of skills, experience, and perspectives to ensure sound decision-making and the fulfillment of the Board's governance duties.

The Governance Committee identifies particular skills, experience and diversity that are important to be represented on the Board as a whole, and conducts a regular review to ensure alignment with the Board's mandate and the strategic direction of the University. The Governance Committee has developed a comprehensive set of tools to analyse individual Governor skills, experience and diversity, identify gaps and provide this information to support the Board's recruitment efforts. This tool set contains the following:

- i. Governor questionnaire to be completed annually by all Board members identifying skills, experience, and diversity
- ii. A skills, experience, and diversity matrix populated with the information gathered through i. above

The skills matrix allows the Governance Committee to balance existing skills and expertise amongst current members against additional skills and expertise required for breadth and depth to the Board's skills base.

The Governance Committee examines potential Board vacancies, and with consideration of skills, background and diversity gaps, prepares a recruitment plan for consideration by the Chair and Vice-Chair. The recruitment plan is to include details regarding the re-appointment of sitting Governors whose terms are expiring.

The University Secretary is the main point of contact for prospective Board members and will manage the recruitment and selection process on behalf of and under the direction of the Governance Committee.

The recruitment process should not proceed until the above evaluation of the composition of the Board and the analysis of gaps has been undertaken.

Recruitment

Where there are new External Governors to be appointed, the following is the recruitment process to be undertaken by the Governance Committee:

1. The Governance Committee will prepare a recruitment plan prior to commencing the annual recruitment process.
2. The Governance Committee will initiate a call for nominations from key stakeholders based on the recruitment plan. The scope of the call should demonstrate the commitment to diversity.
3. Nominees will be asked to submit their curriculum vitae to the University Secretary by a given deadline.
4. The Governance Committee will evaluate all nominations against the needs identified in the Skills and Diversity Analysis described above, and will prepare a list of prospective candidates from among the nominations for further consideration.
5. The University Secretary will contact unsuccessful nominees informing them of the decision of the Governance Committee. In some circumstances it may be that the nominee does not satisfy the skills required at a particular point in time, but may be eligible for a future appointment. In such cases, the University Secretary will seek permission to hold the nominee details on file.

Selection

1. A meeting of the Governance Committee will be convened to consider further documentation to be required from the nominees against the requirements identified at the start of the recruitment process.
2. The University Secretary will contact the nominees inviting them to participate in the selection process. This will be carried out by way of an informal discussion with the Chair and the Vice-Chair of the Board. The interview is to be a two-way process to allow both sides to get to know each other and to allow nominees to gain an understanding of the responsibilities of the Board and individual Governors, and to ensure that the necessary time commitments can be realized. The Board Charter and Code of Conduct are helpful tools to support this step of the process.
3. The University Secretary is responsible for all arrangements for the interview process.
4. Where a nominee is known to the Chair or Vice-Chair, consideration will be given to having another Governor in attendance during the interview process.
5. On completion of the selection process, nominees who have been selected to go forward to the appointment process will be contacted by the University Secretary to advise of the Governance Committee's decision and establish whether the candidate remains interested in becoming a member of the Board, subject to approval by the appointing body. In the case of the Diocese or Lieutenant-Governor in Council appointments, a letter of recommendation will be prepared by the President on behalf of the Board. In the case of the Diocese, the recommendation letter and candidate's curriculum vitae is then sent to the office of the Roman Catholic Archbishop of Halifax by the University Secretary. In the case of the Lieutenant-Governor in Council, the candidate will be guided through the application process (https://novascotia.ca/exec_council/abc/) by the University Secretary.

Appointment

In the case of Board-appointed Governors, the outcome of the recruitment and selection of new Governors must be formally approved by the Board on the recommendation of the Governance Committee. This includes the reappointment of existing Governors.

Appointment of other external Governors is at the discretion of the respective appointing body. Candidates are notified of their appointment by the respective appointing body.

Orientation

The University Secretary is responsible for arranging the induction and orientation of newly appointed Governors to the University, based on an Orientation program approved by the Governance Committee.

Leaving the Board

Governors leaving the Board for whatever reason should be asked to participate in an exit interview to aid with ongoing board evaluation.

Exit interviews should be conducted by the Chair of the Board or Chair of Governance Committee within three months of the date the Governor left the Board, based on an interview guide approved by Governance Committee.

Responses to interview questions should be reviewed by Governance Committee to identify trends or opportunities for board recruitment and effectiveness.

Approved by the Board of Governors April 27, 2018

Rev. 1 approved October 26, 2018.